

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

SEPTEMBER 21, 1999

IN RE:)
APPLICATION OF ALLTEL COMMUNICATIONS, INC.) **DOCKET NO. 99-00149**
FOR A CERTIFICATE OF PUBLIC CONVENIENCE)
AND NECESSITY TO PROVIDE INTRASTATE)
TELECOMMUNICATIONS SERVICES)

**ORDER GRANTING CERTIFICATE OF
CONVENIENCE AND NECESSITY**

On May 18, 1999, this matter came before the Tennessee Regulatory Authority ("Authority") upon the Application of Alltel Communications, Inc. ("ACI") for a Certificate of Public Convenience and Necessity to Provide Intrastate Telecommunications Services (the "Application"). The Application was made pursuant to Tenn. Code Ann. § 65-4-201 *et seq.*

LEGAL STANDARD FOR GRANTING CCN

ACI's Application was considered in light of the criteria for granting a certificate of public convenience and necessity ("CCN") as set forth in applicable statutes. Tenn. Code Ann. § 65-4-201 provides, in part:

(a) No public utility shall establish or begin the construction of, or operate any line, plant, or system, or route in or into a municipality or other territory already receiving a like service from another public utility, or establish service therein, without first having obtained from the authority, after written application and hearing, a certificate that the present or future public convenience and necessity require or will require such construction, establishment, and operation, and no person or corporation not at the time a public utility shall commence the construction of any plant, line, system or route to be operated as a public utility, or the operation of which would constitute the same, or the owner or operator thereof, a public utility as defined by law, without having first obtained, in like manner, a similar certificate . . .

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(c) After notice to the incumbent local exchange telephone company and other interested parties and following a hearing, the authority shall grant a certificate of convenience and necessity to a competing telecommunications service provider if after examining the evidence presented, the authority finds:

(1) The applicant has demonstrated that it will adhere to all applicable commission policies, rules and orders; and

(2) The applicant possesses sufficient managerial, financial, and technical abilities to provide the applied for services.

An authority order, including appropriate findings of fact and conclusions of law, denying or approving, with or without modification, an application for certification of a competing telecommunications service provider shall be entered no more than sixty (60) days from the filing of the application.

(d) Subsection (c) is not applicable to areas served by an incumbent local exchange telephone company with fewer than 100,000 total access lines in this state unless such company voluntarily enters into an interconnection agreement with a competing telecommunications service provider or unless such incumbent local exchange telephone company applies for a certificate to provide telecommunications services in an area outside its service area existing on June 6, 1995.

In addition, pursuant to Tenn. Code Ann. § 65-5-212, competing telecommunications providers are required to file with the Authority (1) a plan containing the provider's plan for purchasing goods and services from small and minority-owned telecommunications businesses; and (2) information on programs that might provide technical assistance to such businesses.

INTERVENORS

Public notice of the hearing in this matter was made by the Authority's Executive Secretary, pursuant to Tenn. Code Ann. § 65-4-204. No interested persons sought intervention prior to hearing.

ACI'S HEARING

ACI's Application was uncontested. At the hearing held on May 18, 1999, ACI was represented by Donald Scholes, Esq. of Branstetter, Kilgore, Stranch and Jennings, 227 Second Avenue North, Fourth Floor, Nashville, Tennessee 37201. In addition, Lawrence J. Krajci, Staff Manager-Regulatory Matters of ACI, Inc. presented testimony and was subject to examination by the Authority's Directors. Upon ACI's conclusion of the proof in its case, the Authority granted ACI's Application based upon the following findings of fact and conclusions of law:

I. APPLICANT'S QUALIFICATIONS

1. ACI was incorporated in August of 1995 under the laws of the State of Delaware and received its Certificate of Authority to transact business in the State of Tennessee on September 22, 1997.

2. The street address of ACI's principal place of business is One Allied Drive, Little Rock, Arkansas 72202. The phone number is (501) 905-8000 and fax number is (501) 905-5679. ACI's counsel is Donald Scholes, Esq. of Branstetter, Kilgore, Stranch and Jennings, 227 Second Avenue North, Fourth Floor, Nashville, Tennessee 37201.

3. The Application and supporting documentary information existing in the record indicate that ACI has the requisite technical and managerial capabilities necessary to provide facilities-based and resold local exchange, exchange access and interexchange telecommunication services throughout the State of Tennessee.

4. ACI has the necessary capital and financial capability to provide the services it proposes to offer.

5. ACI represented that it will adhere to all applicable policies, rules and orders of the Authority.

II. PROPOSED SERVICES

1. In addition to providing business customers with local exchange telecommunication services, ACI intends to compete in the exchange access and interexchange markets throughout the State of Tennessee. ACI seeks statewide authority so that it may expand into other service areas as market conditions warrant. Initially, ACI plans to install switches in Nashville and/or Memphis and will operate as a switch-based reseller, and then over the next five years, ACI will expand into other markets in Tennessee.

2. Except as may be authorized by law, ACI does not intend to serve any areas currently being served by an incumbent local telephone company with fewer than 100,000 total access lines where local exchange competition is prohibited pursuant to Tenn. Code Ann. § 65-4-201(d).

III. PERMITTING COMPETITION TO SERVE THE PUBLIC CONVENIENCE AND NECESSITY

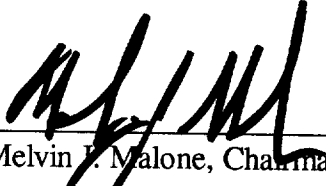
Upon a review of the Application and the record in this matter, the Authority finds that approval of ACI's application would inure to the benefit of the present and future public convenience by permitting competition in the telecommunications services markets within the State and by fostering the development of an efficient technologically advanced statewide system of telecommunications services.

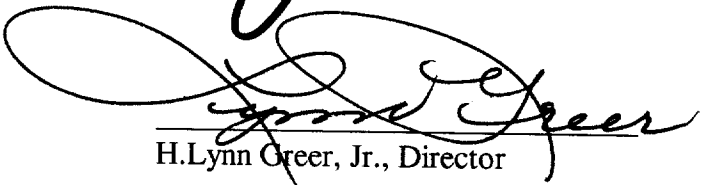
IV. SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS PARTICIPATION PLAN & BUSINESS ASSISTANCE PROGRAM

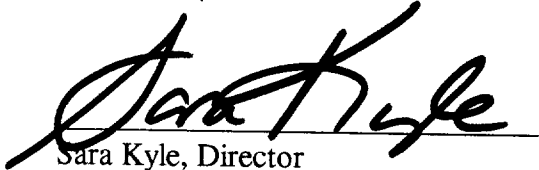
1. Pursuant to Tenn. Code Ann. § 65-5-212 and the Authority's Rules, ACI has filed a satisfactory small and minority-owned telecommunications business participation plan.
2. ACI has acknowledged its obligation to contribute to the funding of the small and minority-owned telecommunications business assistance program, as set forth in Tenn. Code Ann. § 65-5-213.

IT IS THEREFORE ORDERED THAT:


1. The Application of ACI as applied for is approved.
2. Any party aggrieved with the Authority's decision in this matter has the right to judicial review by filing a Petition for Review in the Tennessee Court of Appeals, Middle Section, within sixty (60) days from and after the date of this Order.


Melvin F. Malone, Chairman


H. Lynn Greer, Jr., Director


Sara Kyle, Director

ATTEST:


K. David Waddell, Executive Secretary